

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

THE CITY OF NEW YORK,

Plaintiff,

-V-

ARM OR ALLY LLC et al.,

Defendants.

22-CV-5525 (JMF)

ORDER

JESSE M. FURMAN, United States District Judge:

Plaintiff City of New York (the “City”) brings this action against Defendants Arm or Ally LLC; Rainier Arms, LLC; Salvo Technologies, Inc.; Rock Slide USA, LLC; and Indie Guns, LLC, invoking the Court’s subject-matter jurisdiction on the basis of diversity. *See* 28 U.S.C. § 1332; ECF No. 1 (“Compl.”), ¶ 8. The City alleges that Arm or Ally LLC, Rainier Arms, LLC, Rock Slide USA, LLC, and Indie Guns, LLC (the “Defendant LLCs”) are citizens of Missouri, Washington, North Carolina, and Florida, respectively. *See* Compl. ¶¶ 11-12, 14-15 .


It is well established that a limited liability company (“LLC”) is deemed to be a citizen of each state of which its members are citizens. *See, e.g., Handelsman v. Bedford Vill. Assocs. L.P.*, 213 F.3d 48, 51-52 (2d Cir. 2000); *see also Altissima Ltd. v. One Niagara LLC*, No. 08-CV-756S(M), 2010 WL 3504798, at *2 (W.D.N.Y. Sept. 2, 2010) (noting that every other Court of Appeals to have considered LLC citizenship has held that an LLC has the citizenship of all of its members). Thus, a complaint premised upon diversity of citizenship must allege the citizenship of natural persons who are members of an LLC and the place of incorporation and principal place of business of any corporate entities that are members of the LLC (including the

citizenship of any members of the LLC that are themselves LLCs). *See Handelsman*, 213 F.3d at 51-52; *see also, e.g., In re Bank of Am. Corp. Sec., Derivatives, and ERISA Litig.*, 757 F. Supp. 2d 260, 334 n.17 (S.D.N.Y. 2010). In the present case, the Complaint fails to do so.

The parties should be prepared to discuss this issue during the conference scheduled for later this afternoon. Unless and until the Court orders otherwise, no later than **July 27, 2022**, the City shall amend its Complaint to allege the citizenship of each constituent person or entity comprising the Defendant LLCs. If, by that date, the City is unable to amend the Complaint to truthfully allege complete diversity of citizenship, then the Complaint will be dismissed for lack of subject-matter jurisdiction without further notice to any party.

SO ORDERED.

Dated: July 13, 2022
New York, New York



JESSE M. FURMAN
United States District Judge